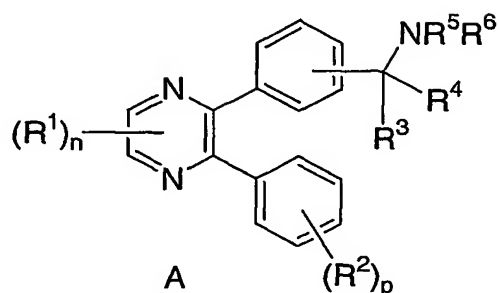


WHAT IS CLAIMED IS:

1. A compound of the Formula A:



wherein:

- a is 0 or 1;  
 b is 0 or 1;  
 10 m is 0, 1 or 2;  
 n is 0, 1 or 2;  
 p is 0, 1 or 2;  
 r is 0 or 1;  
 s is 0 or 1;  
 15 t is 2, 3, 4, 5 or 6;

R¹ is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 20 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 7) CO<sub>2</sub>H,
- 25 8) halo,
- 9) CN,
- 10) OH,
- 11) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,

- 12)  $O_a(C=O)_bNR^7R^8$ ,  
 13)  $NR^c(C=O)NR^7R^8$ ,  
 14)  $S(O)_mR^a$ ,  
 15)  $S(O)_2NR^7R^8$ ,  
 5 16)  $NR^cS(O)_mR^a$ ,  
 17) oxo,  
 18) CHO,  
 19) NO<sub>2</sub>,  
 20)  $NR^c(C=O)O_bR^a$ ,  
 10 21)  $O(C=O)O_bC_1-C_{10}$  alkyl,  
 22)  $O(C=O)O_bC_3-C_8$  cycloalkyl,  
 23)  $O(C=O)O_b$ aryl, and  
 24)  $O(C=O)O_b$ -heterocycle,

15 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>Z</sup>;

R<sup>2</sup> is independently selected from:

- 1)  $(C=O)_aO_bC_1-C_{10}$  alkyl,  
 2)  $(C=O)_aO_b$ aryl,  
 20 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,  
 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,  
 5)  $(C=O)_aO_b$  heterocyclyl,  
 6)  $(C=O)_aO_bC_3-C_8$  cycloalkyl,  
 7) CO<sub>2</sub>H,  
 25 8) halo,  
 9) CN,  
 10) OH,  
 11)  $O_bC_1-C_6$  perfluoroalkyl,  
 12)  $O_a(C=O)_bNR^7R^8$ ,  
 30 13)  $NR^c(C=O)NR^7R^8$ ,  
 14)  $S(O)_mR^a$ ,  
 15)  $S(O)_2NR^7R^8$ ,  
 16)  $NR^cS(O)_mR^a$ ,  
 17) CHO,

- 18)  $\text{NO}_2$ ,  
 19)  $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$ ,  
 20)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$  alkyl,  
 21)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,  
 5 22)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{aryl}$ , and  
 23)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{-heterocycle}$ ,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from  $\text{R}^z$ ;

- 10  $\text{R}^3$  and  $\text{R}^4$  are independently selected from: H,  $\text{C}_1\text{-C}_6\text{-alkyl}$  and  $\text{C}_1\text{-C}_6\text{-perfluoroalkyl}$ , or

$\text{R}^3$  and  $\text{R}^4$  are combined to form  $-(\text{CH}_2)_t-$  wherein one of the carbon atoms is optionally replaced by a moiety selected from O,  $\text{S}(\text{O})_m$ ,  $-\text{N}(\text{R}^b)\text{C}(\text{O})-$ , and

- 15  $-\text{N}(\text{COR}^a)-$ ;

$\text{R}^5$  and  $\text{R}^6$  are independently selected from:

- 1) H,  
 2)  $(\text{C}=\text{O})\text{O}_b\text{R}^a$ ,  
 20 3)  $\text{C}_1\text{-C}_{10}$  alkyl,  
 4) aryl,  
 5)  $\text{C}_2\text{-C}_{10}$  alkenyl,  
 6)  $\text{C}_2\text{-C}_{10}$  alkynyl,  
 7) heterocyclyl,  
 25 8)  $\text{C}_3\text{-C}_8$  cycloalkyl,  
 9)  $\text{SO}_2\text{R}^a$ , and  
 10)  $(\text{C}=\text{O})\text{NR}^{b_2}$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $\text{R}^z$ , or

30

$\text{R}^5$  and  $\text{R}^6$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected

from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with Q and also optionally substituted with one or more substituents selected from R<sup>Z</sup>;

R<sup>7</sup> and R<sup>8</sup> are independently selected from:

- 5           1)     H,
- 2)     (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3)     (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4)     (C=O)O<sub>b</sub>aryl,
- 5)     (C=O)O<sub>b</sub>heterocyclyl,
- 10          6)     C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7)     aryl,
- 8)     C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 9)     C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10)    heterocyclyl,
- 15          11)    C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12)    SO<sub>2</sub>R<sup>a</sup>, and
- 13)    (C=O)NR<sup>b</sup><sub>2</sub>,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>Z</sup>, or

20

R<sup>7</sup> and R<sup>8</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with

25

R<sup>Z</sup> is selected from:

- 1)     (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2)     O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 30          3)     (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>,
- 4)     oxo,
- 5)     OH,
- 6)     halo,
- 7)     CN,
- 35          8)     (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl,

- 9)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})\text{alkynyl}$ ,
- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ ,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$ ,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$ ,
- 5 13)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$ ,
- 14)  $\text{C(O)R}^a$ ,
- 15)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$ ,
- 16)  $\text{C(O)H}$ ,
- 17)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$ ,
- 10 18)  $\text{C(O)N(R}^b)_2$ ,
- 19)  $\text{S(O)}_m\text{R}^a$ ,
- 20)  $\text{S(O)}_2\text{N(R}^b)_2$
- 21)  $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$ ,
- 22)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$ ,
- 15 23)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8\text{ cycloalkyl}$ ,
- 24)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{aryl}$ , and
- 25)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{-heterocycle}$ ,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from  $\text{R}^b$ , OH,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ , halogen,  $\text{CO}_2\text{H}$ ,  
 20 CN,  $\text{O}(\text{C}=\text{O})\text{C}_1\text{-C}_6\text{ alkyl}$ , oxo, and  $\text{N(R}^b)_2$ ;

$\text{R}^a$  is substituted or unsubstituted  $(\text{C}_1\text{-C}_6)\text{alkyl}$ , substituted or unsubstituted  $(\text{C}_2\text{-C}_6)\text{alkenyl}$ , substituted or unsubstituted  $(\text{C}_2\text{-C}_6)\text{alkynyl}$ , substituted or unsubstituted  $(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ , substituted or unsubstituted aryl,  $(\text{C}_1\text{-C}_6)\text{perfluoroalkyl}$ , 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and  
 25

$\text{R}^b$  is H,  $(\text{C}_1\text{-C}_6)\text{alkyl}$ , substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocyclyl,  $(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ ,  $(\text{C}=\text{O})\text{OC}_1\text{-C}_6\text{ alkyl}$ ,  $(\text{C}=\text{O})\text{C}_1\text{-C}_6\text{ alkyl}$  or  $\text{S(O)}_2\text{R}^a$ ;

30

$\text{R}^c$  is selected from:

- 1) H,
- 2)  $\text{C}_1\text{-C}_{10}\text{ alkyl}$ ,
- 3) aryl,

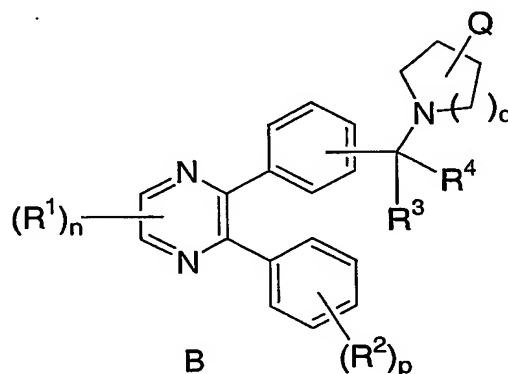
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,  
 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,  
 6) heterocyclyl,  
 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
 5 8) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>z</sup>;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

10

## 2. A compound of the Formula B:



15 wherein:

- a is 0 or 1;  
 b is 0 or 1;  
 m is 0, 1 or 2;  
 20 n is 0, 1 or 2;  
 p is 0, 1 or 2;  
 q is 0, 1, 2, 3 or 4;  
 r is 0 or 1;  
 s is 0 or 1;  
 25 t is 2, 3, 4, 5 or 6;

Q is selected from:  $-NR^7R^8$ , aryl and heterocyclyl, said aryl and heterocyclyl optionally substituted with one to three substituents selected from  $R^Z$ ;

$R^1$  is independently selected from:

- 5           1)  $(C=O)_aO_bC_1-C_{10}$  alkyl,
- 2)  $(C=O)_aO_b$ aryl,
- 3)  $C_2-C_{10}$  alkenyl,
- 4)  $C_2-C_{10}$  alkynyl,
- 5)  $(C=O)_aO_b$  heterocyclyl,
- 10          6)  $(C=O)_aO_bC_3-C_8$  cycloalkyl,
- 7)  $CO_2H$ ,
- 8) halo,
- 9)  $CN$ ,
- 10)  $OH$ ,
- 15          11)  $O_bC_1-C_6$  perfluoroalkyl,
- 12)  $O_a(C=O)_bNR^7R^8$ ,
- 13)  $NR^c(C=O)NR^7R^8$ ,
- 14)  $S(O)_mR^a$ ,
- 15)  $S(O)_2NR^7R^8$ ,
- 20          16)  $NR^cS(O)_mR^a$ ,
- 17) oxo,
- 18)  $CHO$ ,
- 19)  $NO_2$ ,
- 20)  $NR^c(C=O)O_bR^a$ ,
- 25          21)  $O(C=O)O_bC_1-C_{10}$  alkyl,
- 22)  $O(C=O)O_bC_3-C_8$  cycloalkyl,
- 23)  $O(C=O)O_b$ aryl, and
- 24)  $O(C=O)O_b$ -heterocycle,

30          said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from  $R^Z$ ;

$R^2$  is independently selected from:

- 1)  $(C=O)_aO_bC_1-C_{10}$  alkyl,
- 2)  $(C=O)_aO_b$ aryl,

- 5           3)     C<sub>2</sub>-C<sub>10</sub> alkenyl,  
             4)     C<sub>2</sub>-C<sub>10</sub> alkynyl,  
             5)     (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,  
             6)     (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
             7)     CO<sub>2</sub>H,  
             8)     halo,  
             9)     CN,  
             10)    OH,  
             11)    O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,  
 10          12)    O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>7</sup>R<sup>8</sup>,  
             13)    NR<sup>c</sup>(C=O)NR<sup>7</sup>R<sup>8</sup>,  
             14)    S(O)<sub>m</sub>R<sup>a</sup>,  
             15)    S(O)<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,  
             16)    NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>,  
 15          17)    CHO,  
             18)    NO<sub>2</sub>,  
             19)    NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,  
             20)    O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,  
             21)    O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
 20          22)    O(C=O)O<sub>b</sub>aryl, and  
             23)    O(C=O)O<sub>b</sub>-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>Z</sup>;

- 25   R<sup>3</sup> and R<sup>4</sup> are independently selected from: H, C<sub>1</sub>-C<sub>6</sub>-alkyl and C<sub>1</sub>-C<sub>6</sub>-perfluoroalkyl, or

R<sup>3</sup> and R<sup>4</sup> are combined to form -(CH<sub>2</sub>)<sub>t</sub>- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)<sub>m</sub>, -N(R<sup>b</sup>)C(O)-, and

- 30   -N(COR<sup>a</sup>)-;

R<sup>7</sup> and R<sup>8</sup> are independently selected from:

- 1)     H,  
 2)     (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,



- 3)  $(C=O)O_bC_3-C_8$  cycloalkyl,
- 4)  $(C=O)O_b$ aryl,
- 5)  $(C=O)O_b$ heterocyclyl,
- 6)  $C_1-C_{10}$  alkyl,
- 5 7) aryl,
- 8)  $C_2-C_{10}$  alkenyl,
- 9)  $C_2-C_{10}$  alkynyl,
- 10) heterocyclyl,
- 11)  $C_3-C_8$  cycloalkyl,
- 10 12)  $SO_2R^a$ , and
- 13)  $(C=O)NR^b_2$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $R^Z$ , or

- 15  $R^7$  and  $R^8$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from  $R^Z$ ;

20

$R^Z$  is selected from:

- 1)  $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2)  $O_r(C_1-C_3)$ perfluoroalkyl,
- 3)  $(C_0-C_6)$ alkylene- $S(O)_mR^a$ ,
- 25 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8)  $(C=O)_rO_s(C_2-C_{10})$ alkenyl,
- 9)  $(C=O)_rO_s(C_2-C_{10})$ alkynyl,
- 30 10)  $(C=O)_rO_s(C_3-C_6)$ cycloalkyl,
- 11)  $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
- 12)  $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
- 13)  $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$ ,

- 14)  $C(O)R^a$ ,  
 15)  $(C_0-C_6)alkylene-CO_2R^a$ ,  
 16)  $C(O)H$ ,  
 17)  $(C_0-C_6)alkylene-CO_2H$ ,  
 5 18)  $C(O)N(R^b)_2$ ,  
 19)  $S(O)_mR^a$ ,  
 20)  $S(O)_2N(R^b)_2$   
 20)  $NR^c(C=O)O_bR^a$ ,  
 21)  $O(C=O)O_bC_1-C_{10} alkyl$ ,  
 10 22)  $O(C=O)O_bC_3-C_8 cycloalkyl$ ,  
 23)  $O(C=O)O_baryl$ , and  
 24)  $O(C=O)O_b-heterocycle$ ,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from  $R^b$ , OH,  $(C_1-C_6)alkoxy$ , halogen,  $CO_2H$ ,  
 15  $CN$ ,  $O(C=O)C_1-C_6 alkyl$ , oxo, and  $N(R^b)_2$ ;

$R^a$  is  $(C_1-C_6)alkyl$ ,  $(C_2-C_6)alkenyl$ ,  $(C_2-C_6)alkynyl$ ,  $(C_3-C_6)cycloalkyl$ , substituted or unsubstituted aryl,  $(C_1-C_6)perfluoroalkyl$ , 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

20  $R^b$  is H,  $(C_1-C_6)alkyl$ , aryl, heterocyclyl,  $(C_3-C_6)cycloalkyl$ ,  $(C=O)OC_1-C_6 alkyl$ ,  $(C=O)C_1-C_6 alkyl$  or  $S(O)_2R^a$ ;

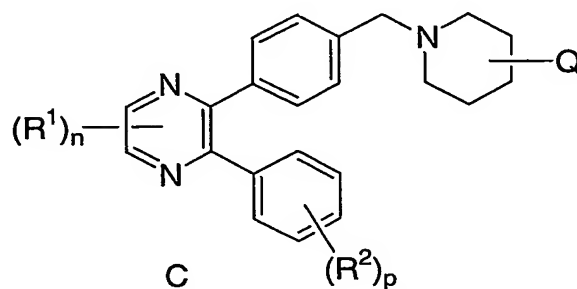
$R^c$  is selected from:

- 25 1) H,  
 2)  $C_1-C_{10} alkyl$ ,  
 3) aryl,  
 4)  $C_2-C_{10} alkenyl$ ,  
 5)  $C_2-C_{10} alkynyl$ ,  
 30 6) heterocyclyl,  
 7)  $C_3-C_8 cycloalkyl$ ,  
 8)  $C_1-C_6 perfluoroalkyl$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $R^Z$ ;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. The compound according to Claim 2 of the Formula C:



5

wherein:

- a is 0 or 1;  
 10 b is 0 or 1;  
 m is 0, 1 or 2;  
 n is 0, 1 or 2;  
 p is 0, 1 or 2;  
 r is 0 or 1;  
 15 s is 0 or 1;

Q is selected from: -NR<sup>7</sup>R<sup>8</sup> and heterocyclyl, the heterocyclyl optionally substituted with one or two R<sup>z</sup>;

- 20 R<sup>1</sup> is independently selected from:
- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
  - 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
  - 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
  - 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
  - 25 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
  - 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
  - 7) CO<sub>2</sub>H,
  - 8) halo,

- 5           9)     CN,  
           10)    OH,  
           11)    O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,  
           12)    O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>7</sup>R<sup>8</sup>,  
           13)    NR<sup>c</sup>(C=O)NR<sup>7</sup>R<sup>8</sup>,  
           14)    S(O)<sub>m</sub>R<sup>a</sup>,  
           15)    S(O)<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,  
           16)    NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>,  
           17)    oxo,  
 10       18)    CHO,  
           19)    NO<sub>2</sub>,  
           20)    NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,  
           21)    O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,  
           22)    O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
 15       23)    O(C=O)O<sub>b</sub>aryl, and  
           24)    O(C=O)O<sub>b</sub>-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>Z</sup>;

- 20    R<sup>2</sup> is independently selected from:  
           1)     (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,  
           2)     (C=O)<sub>a</sub>O<sub>b</sub>aryl,  
           3)     C<sub>2</sub>-C<sub>10</sub> alkenyl,  
           4)     C<sub>2</sub>-C<sub>10</sub> alkynyl,  
 25       5)     (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,  
           6)     (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
           7)     CO<sub>2</sub>H,  
           8)     halo,  
           9)     CN,  
 30       10)    OH,  
           11)    O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,  
           12)    O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>7</sup>R<sup>8</sup>,  
           13)    NR<sup>c</sup>(C=O)NR<sup>7</sup>R<sup>8</sup>,  
           14)    S(O)<sub>m</sub>R<sup>a</sup>,  
 35       15)    S(O)<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,

- 16)  $\text{NR}^c\text{S}(\text{O})_m\text{R}^a$ ,  
 17)  $\text{CHO}$ ,  
 18)  $\text{NO}_2$ ,  
 19)  $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$ ,  
 5 20)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$  alkyl,  
 22)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,  
 23)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{aryl}$ , and  
 24)  $\text{O}(\text{C}=\text{O})\text{O}_b\text{-heterocycle}$ ,

10 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from  $\text{R}^Z$ ;

$\text{R}^7$  and  $\text{R}^8$  are independently selected from:

- 1)  $\text{H}$ ,  
 2)  $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$  alkyl,  
 15 3)  $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,  
 4)  $(\text{C}=\text{O})\text{O}_b\text{aryl}$ ,  
 5)  $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$ ,  
 6)  $\text{C}_1\text{-C}_{10}$  alkyl,  
 7) aryl,  
 20 8)  $\text{C}_2\text{-C}_{10}$  alkenyl,  
 9)  $\text{C}_2\text{-C}_{10}$  alkynyl,  
 10) heterocyclyl,  
 11)  $\text{C}_3\text{-C}_8$  cycloalkyl,  
 12)  $\text{SO}_2\text{R}^a$ , and  
 25 13)  $(\text{C}=\text{O})\text{NR}^b_2$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $\text{R}^Z$ , or

30  $\text{R}^7$  and  $\text{R}^8$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from  $\text{R}^Z$ ;

R<sup>z</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 3) (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>,
- 5 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 10 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,
- 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl,
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl,
- 13) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>,
- 15 14) C(O)R<sup>a</sup>,
- 15) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>,
- 16) C(O)H,
- 17) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H,
- 18) C(O)N(R<sup>b</sup>)<sub>2</sub>,
- 20 19) S(O)<sub>m</sub>R<sup>a</sup>,
- 20) S(O)<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>
- 21) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,
- 22) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 23) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 25 24) O(C=O)O<sub>b</sub>aryl, and
- 25) O(C=O)O<sub>b</sub>-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

30

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, substituted or unsubstituted aryl, (C<sub>1</sub>-C<sub>6</sub>)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

$R^b$  is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

$R^c$  is selected from:

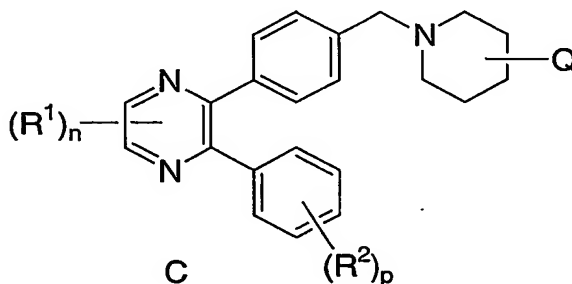
- 5           1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10          6) heterocyclyl,
- 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 8) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>z</sup>;

15

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. The compound according to Claim 2 of the Formula C:



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wherein:

- a is 0 or 1;
- 25   b is 0 or 1;
- m is 0, 1 or 2;
- n is 0, 1 or 2;
- p is 0, 1 or 2;

r is 0 or 1;

s is 0 or 1;

Q is selected from: -NR<sup>7</sup>R<sup>8</sup>, phenyl, benzimidazolyl, benzimidazolonyl, quinolinyl  
 5 and isoquinolinyl, the benzimidazolyl, benzimidazolonyl, quinolinyl and  
 isoquinolinyl optionally substituted with R<sup>Z</sup>;

R<sup>1</sup> is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 10 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 15 7) CO<sub>2</sub>H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 20 12) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>7</sup>R<sup>8</sup>,
- 13) NR<sup>c</sup>(C=O)NR<sup>7</sup>R<sup>8</sup>,
- 14) S(O)<sub>m</sub>R<sup>a</sup>,
- 15) S(O)<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,
- 16) NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>,
- 25 17) oxo,
- 18) CHO,
- 19) NO<sub>2</sub>,
- 20) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,
- 21) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 30 22) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 23) O(C=O)O<sub>b</sub>aryl, and
- 24) O(C=O)O<sub>b</sub>-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted  
 with one or more substituents selected from R<sup>Z</sup>;

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R<sup>2</sup> is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 7) CO<sub>2</sub>H,
- 8) halo,
- 10 9) CN,
- 10) OH,
- 11) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 12) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>7</sup>R<sup>8</sup>,
- 13) NR<sup>c</sup>(C=O)NR<sup>7</sup>R<sup>8</sup>,
- 15 14) S(O)<sub>m</sub>R<sup>a</sup>,
- 15) S(O)<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,
- 16) NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>,
- 17) CHO,
- 18) NO<sub>2</sub>,
- 20 19) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,
- 20) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 21) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 22) O(C=O)O<sub>b</sub>aryl, and
- 23) O(C=O)O<sub>b</sub>-heterocycle,
- 25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>2</sup>;

R<sup>7</sup> and R<sup>8</sup> are independently selected from:

- 1) H,
- 30 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,

- 5
- 7) aryl,
  - 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
  - 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
  - 10) heterocyclyl,
  - 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
  - 12) SO<sub>2</sub>R<sup>a</sup>, and
  - 13) (C=O)NR<sup>b</sup><sub>2</sub>,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>Z</sup>, or

10

R<sup>7</sup> and R<sup>8</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with

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R<sup>Z</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 20 3) (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 25 8) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,
- 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl,
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl,
- 30 13) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>,
- 14) C(O)R<sup>a</sup>,
- 15) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>,
- 16) C(O)H,
- 17) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H,

- 18)  $C(O)N(R^b)_2$ ,  
 19)  $S(O)_mR^a$ ,  
 20)  $S(O)_2NR^9R^{10}$   
 21)  $NR^c(C=O)O_bR^a$ ,  
 5 22)  $O(C=O)O_bC_1-C_{10}$  alkyl,  
 23)  $O(C=O)O_bC_3-C_8$  cycloalkyl,  
 24)  $O(C=O)O_b$ aryl, and  
 25)  $O(C=O)O_b$ -heterocycle,

10 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from  $R^b$ , OH,  $(C_1-C_6)$ alkoxy, halogen,  $CO_2H$ , CN,  $O(C=O)C_1-C_6$  alkyl, oxo, and  $N(R^b)_2$ ;

$R^a$  is  $(C_1-C_6)$ alkyl,  $(C_3-C_6)$ cycloalkyl, aryl, or heterocyclyl; and

- 15  $R^b$  is H,  $(C_1-C_6)$ alkyl, aryl, heterocyclyl,  $(C_3-C_6)$ cycloalkyl,  $(C=O)OC_1-C_6$  alkyl,  $(C=O)C_1-C_6$  alkyl or  $S(O)_2R^a$ ;

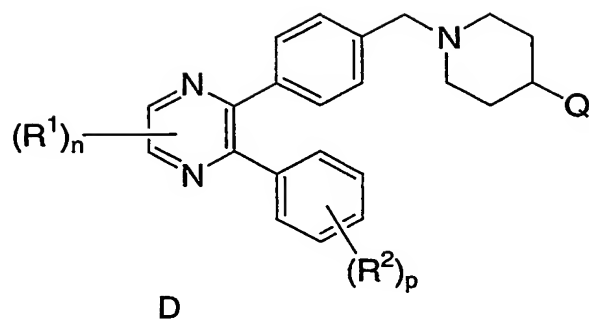
$R^c$  is selected from:

- 20 1) H,  
 2)  $C_1-C_{10}$  alkyl,  
 3) aryl,  
 4)  $C_2-C_{10}$  alkenyl,  
 5)  $C_2-C_{10}$  alkynyl,  
 6) heterocyclyl,  
 25 7)  $C_3-C_8$  cycloalkyl,  
 8)  $C_1-C_6$  perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $R^Z$ ;

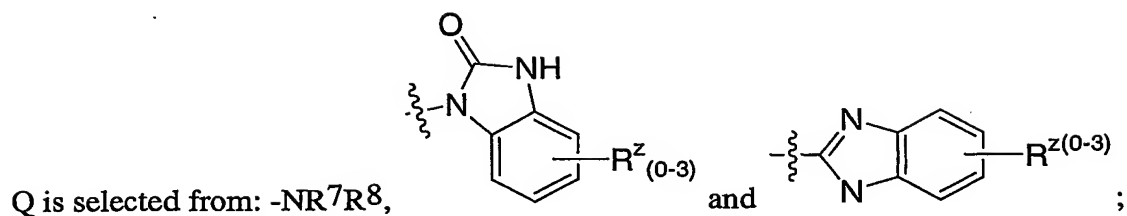
- 30 or a pharmaceutically acceptable salt or a stereoisomer thereof.

5. The compound according to Claim 4 of the Formula D:



wherein:

- a is 0 or 1;  
 5 b is 0 or 1;  
 m is 0, 1 or 2;  
 n is 0, 1 or 2;  
 p is 0, 1 or 2;  
 r is 0 or 1;  
 10 s is 0 or 1;



R¹ is independently selected from:

- 15      1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,  
           2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,  
           3) C<sub>2</sub>-C<sub>10</sub> alkenyl,  
           4) C<sub>2</sub>-C<sub>10</sub> alkynyl,  
           5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,  
 20      6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
           7) CO<sub>2</sub>H,  
           8) halo,  
           9) CN,  
           10) OH,

- 11)  $O_bC_1-C_6$  perfluoroalkyl,
- 12)  $O_a(C=O)_bNR^7R^8$ ,
- 13)  $NR^c(C=O)NR^7R^8$ ,
- 14)  $S(O)_mR^a$ ,
- 5 15)  $S(O)_2NR^7R^8$ ,
- 16)  $NR^cS(O)_mR^a$ ,
- 17) oxo,
- 18) CHO,
- 19)  $NO_2$ ,
- 10 20)  $NR^c(C=O)O_bR^a$ ,
- 21)  $O(C=O)O_bC_1-C_{10}$  alkyl,
- 22)  $O(C=O)O_bC_3-C_8$  cycloalkyl,
- 23)  $O(C=O)O_b$ aryl, and
- 24)  $O(C=O)O_b$ -heterocycle,
- 15 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from  $R^Z$ ;

$R^2$  is independently selected from:

- 1)  $C_1-C_6$  alkyl,
- 20 2) aryl,
- 3) heterocyclyl,
- 4)  $CO_2H$ ,
- 5) halo,
- 6) CN,
- 25 7) OH,
- 8)  $S(O)_2NR^7R^8$ ,

said alkyl, aryl and heterocyclyl optionally substituted with one, two or three substituents selected from  $R^Z$ ;

30  $R^7$  and  $R^8$  are independently selected from:

- 1) H,
- 2)  $(C=O)O_bC_1-C_{10}$  alkyl,
- 3)  $(C=O)O_bC_3-C_8$  cycloalkyl,
- 4)  $(C=O)O_b$ aryl,

- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

10 said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>Z</sup>, or

R<sup>7</sup> and R<sup>8</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally  
 15 containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>Z</sup>;

R<sup>Z</sup> is selected from:

- 20 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 3) (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>,
- 4) oxo,
- 5) OH,
- 25 6) halo,
- 7) CN,
- 8) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,
- 30 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl,
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl,
- 13) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>,
- 14) C(O)R<sup>a</sup>,
- 15) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>,

- 16) C(O)H,  
 17) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H,  
 18) C(O)N(R<sup>b</sup>)<sub>2</sub>,  
 19) S(O)<sub>m</sub>R<sup>a</sup>, and  
 5 20) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>  
 21) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>,  
 22) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,  
 23) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
 24) O(C=O)O<sub>b</sub>aryl, and  
 10 25) O(C=O)O<sub>b</sub>-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

15 R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl; and

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

20 R<sup>c</sup> is selected from:

- 1) H,  
 2) C<sub>1</sub>-C<sub>10</sub> alkyl,  
 3) aryl,  
 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,  
 25 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,  
 6) heterocyclyl,  
 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,  
 8) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted  
 30 with one or more substituents selected from R<sup>z</sup>;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

6. The compound according to Claim 1 which is selected from:

1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

5 1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

10

1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a pharmaceutically acceptable salt thereof.

15

7. The TFA salts according to Claim 1 selected from:

1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

20

1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

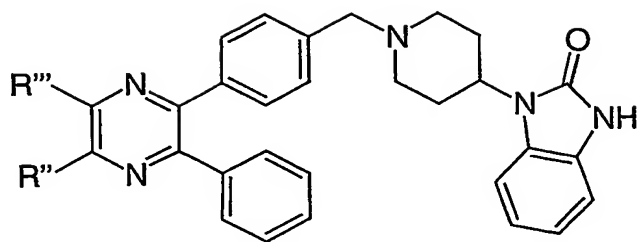
25

1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one.

30

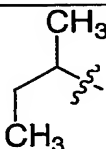
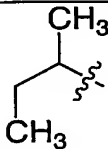
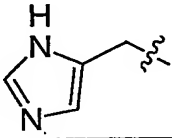
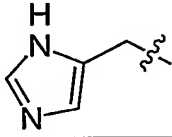
8. The compound according to Claim 1 which is selected from:





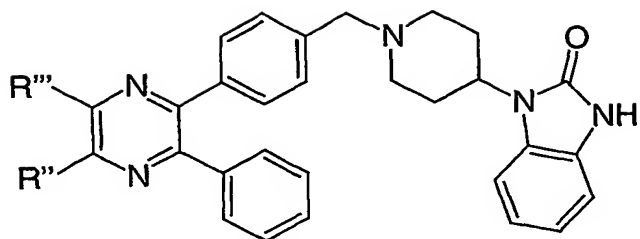
<u>R''</u>	<u>R'''</u>
-OH	-CH <sub>2</sub> CH(CH <sub>3</sub> ) <sub>2</sub>
-CH <sub>2</sub> CH(CH <sub>3</sub> ) <sub>2</sub>	-OH
-OH	H
H	-OH
-OH	-CH <sub>2</sub> Ph
-CH <sub>2</sub> Ph	-OH

<u>R''</u>	<u>R'''</u>
-CH <sub>2</sub> Ph	-OH

-OH	
	-OH
-OH	-CH <sub>2</sub> OH
-CH <sub>2</sub> OH	-OH
-OH	
	-OH
-OH	-CH <sub>3</sub>
-CH <sub>3</sub>	-OH

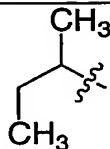
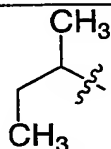
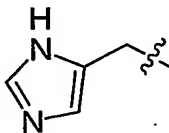
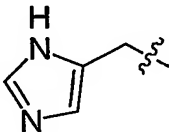
or a pharmaceutically acceptable salt or a stereoisomer thereof.

9. The TFA salt according to Claim 1 selected from:



<u>R''</u>	<u>R'''</u>
-OH	-CH <sub>2</sub> CH(CH <sub>3</sub> ) <sub>2</sub>
-CH <sub>2</sub> CH(CH <sub>3</sub> ) <sub>2</sub>	-OH
-OH	H
H	-OH
-OH	-CH <sub>2</sub> Ph
-CH <sub>2</sub> Ph	-OH

<u>R''</u>	<u>R'''</u>
-CH <sub>2</sub> Ph	-OH

-OH	
	-OH
-OH	-CH <sub>2</sub> OH
-CH <sub>2</sub> OH	-OH
-OH	
	-OH
-OH	-CH <sub>3</sub>
-CH <sub>3</sub>	-OH

or a stereoisomer thereof.

10. A pharmaceutical composition comprising a pharmaceutical  
 5 carrier, and dispersed therein, a therapeutically effective amount of a compound of  
 Claim 1.

11. A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 6.

5 12. A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 8.

10 13. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 1.

15 14. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 6.

20 15. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 8.

16. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

25 17. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 6.

30 18. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 8.

35 19. A pharmaceutical composition made by combining the compound of Claim 1 and a pharmaceutically acceptable carrier.

20. A process for making a pharmaceutical composition comprising combining a compound of Claim 1 and a pharmaceutically acceptable carrier.

5 21. The composition of Claim 10 further comprising a second compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 10 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 15 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) a PPAR- $\gamma$  agonists,
- 12) a PPAR- $\delta$  agonists,
- 13) an inhibitor of cell proliferation and survival signaling, and
- 20 14) an agent that interferes with a cell cycle checkpoint.

22. The composition of Claim 21, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-  
25 derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon- $\alpha$ , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin and troponin-1.

30 23. The composition of Claim 21, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

24. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with  
35 radiation therapy.

25. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

- 5                   1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 10               6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 15               11) a PPAR- $\gamma$  agonists,
- 12) a PPAR- $\delta$  agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 20               16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

26. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 30               3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 35               8) an HIV protease inhibitor,

- 5                   9)       a reverse transcriptase inhibitor,  
                  10)       an angiogenesis inhibitor,  
                  11)       a PPAR- $\gamma$  agonists,  
                  12)       a PPAR- $\delta$  agonists,  
                  13)       an inhibitor of inherent multidrug resistance,  
                  14)       an anti-emetic agent,  
                  15)       an agent useful in the treatment of anemia,  
                  16)       an agent useful in the treatment of neutropenia,  
                  17)       an immunologic-enhancing drug,  
10               18)       an inhibitor of cell proliferation and survival signaling, and  
                  19)       an agent that interferes with a cell cycle checkpoint.

27.       A method of treating or preventing cancer which comprises  
administering a therapeutically effective amount of a compound of Claim 1 and  
15       paclitaxel or trastuzumab.